

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)	Chapter 11
)	
CONTINENTAL AIRLINES, INC.,)	Case No. 90-932 (MFW)
et al.,)	through 90-984 (MFW)
)	
Debtors.)	Jointly Administered
)	
JAMES BALDRIDGE, WILLIAM)	
MANN and LARRY DUNN, individually)	
and as representatives of a class of persons)	
similarly situated who are referred to as)	
the LPP CLAIMANTS,)	
)	
Plaintiffs,)	Adversary No. 99-412 (MFW)
)	
v.)	
)	
CONTINENTAL AIRLINES HOLDINGS,)	
INC., CONTINENTAL AIRLINES,)	
INC. and SYSTEM ONE HOLDINGS,)	
INC.,)	
)	
Defendants.)	Bankruptcy Court Appeal Nos. 06-47 through
)	06-49
)	

**APPELLEES' COUNTER-DESIGNATION OF
ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, Continental Airlines, Inc., *et al.* ("Continental"), by their undersigned counsel, as appellees, hereby submit this counter-designation of items to be included in the record on appeal with respect to the Notices of Appeal [*see* Docket Nos. 453, 454, and 456]¹ from the Order of the Honorable Mary F. Walrath, entered on July 24, 2006 [*see* Docket No. 451], in the above-captioned adversary proceeding.

¹ For the convenience of the Court, undersigned counsel to Continental requested that all three appellants agree to consolidate the appeals for purposes of briefing. On September 18, 2006, appellants Inman and O'Neill consented to consolidation of the appeals. Telephone communication with appellant Adams on September 18, 2006 was not returned as of the time of filing of this counter-designation. Pending appellant Adams' consent, counsel to Continental will submit a request to consolidate the appeals with the District Court.

**I. Docket Items from the United States Bankruptcy Court for the District of Delaware,
In re Continental Airlines, Inc., et al., Case No. 90-932**

DATE	DOCKET NO.	DOCUMENT
6/13/2002	7332	Transcript of Hearing Held April 2, 2002

**II. Docket Items from the United States Bankruptcy Court for the District of Delaware,
James Baldridge, et al., v. Continental Airlines Holdings, Inc., et al.,
Adv. Proc. No. 99-412**

DATE	DOCKET NO.	DOCUMENT
10/26/1999	4	Plaintiffs' Motion for Class Certification
10/26/1999	5	Plaintiffs' Memorandum in Support of Motion for Class Certification
12/13/1999	17	Brief in Opposition to Request for Declaratory Judgment for Class Representation Filed by J. Trigg Adams
12/14/1999	21	Amended Brief in Opposition to Request for Declaratory Judgment for Class Representation Filed by J. Trigg Adams
2/3/2000	Not docketed	Transcript of Hearing Held on February 3, 2000
2/3/2000	26	Opinion Regarding Motion for Class Certification
2/3/2000	27	Order Granting Motion for Class Certification
4/14/2000	35	Motion for an Order Upholding the Right of J. Trigg Adams, et al. to Pursue their Bankruptcy Claims on File with the National Mediation Board Since December, 1989
10/16/2001	57	Plaintiffs' Unopposed Motion for Preliminary Approval of Proposed Settlement, Class Action Notice and Scheduled Hearing

11/5/2001	62	Objection to Proposed Amendment to February 3, 2001 Order Granting Class Certification Filed by J. Trigg Adams
11/5/2001	63	Objection to Plaintiffs' Motion for Preliminary Approval of Proposed Settlement, Class Action Filed by J. Trigg Adams
11/29/2001	68	Order Granting Preliminary Approval of Proposed Settlement and Scheduling Hearing
1/4/2002	70	Plaintiffs' Memorandum of Law and Affidavits in Support of Approval of Settlement and Petition for Award of Attorneys' Fees, Class Representative Compensation and Litigation Expenses
1/15/2002	75	Objection to Settlement Agreement by Ramon E. O'Neill
1/16/2002	76	Objection to Motion for Approval of Settlement, Class Action Filed by J. Trigg Adams
1/17/2002	80	Objection to Motion of Settlement Agreement Filed by Brownie N. Inman
1/17/2002	81	Objection to Motion to Settlement Agreement Filed by Ramon E. O'Neill
1/31/2002	102	Final Judgment and Order of Dismissal
2/12/2002	103	Notice of Appeal Filed by Ramon E. O'Neill
3/6/2002	118	Motion of Continental to Enforce Compliance With Court Order and Objection of Continental to Request for Extension of Deadline From Rule 8006
2/21/2002	131	Notice of Appeal from the Judgment and Order Entered on January 31, 2002 Filed by Brownie N. Inman
3/28/2002	152	Joinder of LPP Class Action Plaintiffs in Continental's Motion to Enforce Compliance with Court's Order and Objection to Request for Extension of Deadline from Rule 8006

3/26/2002	153	Response to Motion to Enforce Compliance with Court Order and to Request for Extension of Deadline from Rule 8006 Filed by Ramon E. O'Neill
4/12/2002	164	Response to Motion to Enforce Compliance with Court Order and Objection of Continental to Request for Extension of Deadline from Rule 8006 Filed by Ramon E. O'Neill
4/9/2002	165	Transcript of Hearing Held January 31, 2002
4/25/2002	169	Motion of Class Action Plaintiffs for Finding that Newly Identified Former EAL Pilots are Members of the Class, for Entry of Order Requiring CAL to Fund the Settlement for the New Class Members, for 90 Day Extension of Time to Provide Notice and for Approval of Form of Notice
5/2/2002	172	Order Regarding the Motion of Continental To Enforce Compliance With Court Order
6/7/2002	257	Objection to Motion of Class Action Plaintiffs for Finding that Newly Identified Former EAL Pilots are Members of the Class, for Entry of Order Requiring CAL to Fund the Settlement for the New Class Members, for 90 Day Extension of Time to Provide Notice and for Approval of Form of Notice
6/12/2002	290	Reply to Defendants' Objection to Motion of Class Action Plaintiffs for Finding that Newly Identified Former EAL Pilots are Members of the Class, for Entry of Order Requiring CAL to Fund the Settlement for the New Class Members, for 90 Day Extension of Time to Provide Notice and for Approval of Form of Notice
6/14/2002	291	Order Granting Motion of Class Action Plaintiffs for Finding that Newly Identified Former EAL Pilots are Members of the Class, for Entry of Order Requiring CAL to Fund the Settlement for the New Class Members, for 90 Day Extension of Time to Provide Notice and for Approval of Form of Notice

6/14/2002	Not docketed	Transcript of Hearing Held Regarding Motion of Class Action Plaintiffs for Finding that Newly Identified Former EAL Pilots are Members of the Class, for Entry of Order Requiring CAL to Fund the Settlement for the New Class Members, for 90 Day Extension of Time to Provide Notice and for Approval of Form of Notice
3/22/2004	426	Opinion of United States Court of Appeals for the Third Circuit Affirming the District Court's Final Judgment and Order of Dismissal
6/13/2006	432	Motion of Brownie N. Inman to Compel Compliance with January 31, 2002 Order
6/19/2006	434	Motion of LPP Class Action Plaintiffs for Order Reopening Adversary Proceeding
7/11/2006	438	Motion of Ramon E. O'Neill to Compel and Compliance with January 31, 2002 Order and Motion for Order Reopening Adversary Proceeding
7/11/2006	440	Motion of Brownie N. Inman of Objection to the Class Action Plaintiffs Stipulations for Motion to Reopen
7/19/2006	441	Limited Response of Continental Airlines, Inc., <i>et al.</i> to Motion of LPP Class Action Plaintiffs for Order Reopening Adversary Proceeding
7/18/2006	442	Notice of Agenda of Matters Scheduled for Hearing on July 21, 2006
7/18/2006	443	Motion to Compel and Compliance with January 31, 2002 Order filed by J. Trigg Adams
7/21/2006	Not docketed	Transcript of Hearing Held July 21, 2006
7/26/2006	451	Order Denying LPP Claimants Motions to Compel Compliance
8/1/2006	453	Notice of Appeal filed by Ramon O'Neill
8/1/2006	454	Notice of Appeal filed by Brownie N. Inman
8/2/2006	455	Motion to Stay Pending Appeal and Production of Documents filed by Ramon O'Neill

8/3/2006	456	Notice of Appeal filed by J. Trigg Adams
8/18/2006	458	Order Denying Motion of Stay Pending Appeal and Production of Documents

**III. Docket Items from the United States District Court for the District of Delaware,
Ramon E. O'Neill, et al. v. Continental Airlines, Inc., et al.,
Case No. 02-cv-00375-SLR**

DATE	DOCKET NO.	DOCUMENT
5/16/2002	1	Notice of Appeal Filed by Ramon E. O'Neill of the Order of the Bankruptcy Court
5/16/2002	3	Motion and Memorandum by LPP Class Plaintiffs to Dismiss Appeals
5/31/2002	5	Appellant's Brief Filed by Ramon E. O'Neill
5/31/2002	6	Exhibits to Brief Filed by Ramon E. O'Neill
6/7/2002	7	Appellant's Joinder Brief Filed by J. Trigg Adams
6/12/2002	14	Joinder of Continental Airlines in Support of Motion to Dismiss Appeals
6/11/2002	15	Motion by LPP Class Plaintiffs with Proposed Order for Entry of an Order Regarding Their Motion to Dismiss Appeals
6/14/2002	16	Answering Brief Filed by Ramon E. O'Neill Regarding Motion to Dismiss Appeals
12/4/2002	22	Transcript Regarding November 26, 2002 Status Conference
1/27/2003	27	Motion by LPP Class Plaintiffs to Dismiss Answer Brief
12/13/2002	28	Joinder by Continental in Support of Motion to Dismiss
1/27/2003	29	Reply Brief Filed by LPP Class Plaintiffs Regarding Motion to Dismiss

1/27/2003	30	Joinder by Continental in Support of Reply Brief Regarding Motion to Dismiss
3/31/2003	32	Memorandum Order Granting Motion to Dismiss
4/8/2003	33	Motion by Ramon E. O'Neill for Rehearing from Memorandum Order Granting Motion to Dismiss
4/14/2003	34	Letter to Judge Robinson from Ramon O'Neill enclosing copy of Docket Item No. 35
4/14/2003	35	Notice of Appeal Filed by Ramon E. O'Neill
4/28/2003	36	Memorandum Order Denying Motion for Rehearing from Memorandum Order Granting Motion to Dismiss
4/28/2003	37	Notice of Appeal Filed by Ramon E. O'Neill
5/14/2004	41	Judgment of the United States Court of Appeals for the Third Circuit
9/24/2004	42	Copy of Letter to Clerk, United States Court of Appeals for the Third Circuit from Supreme Court of the United States Regarding Petition for Writ of Certiorari
12/14/2004	43	Letter to Clerk, United States Court of Appeals for the Third Circuit from Clerk, Supreme Court of the United States Regarding Denial of Petition for Writ of Certiorari

**IV. Docket Items from the United States District Court for the District of Delaware,
Brownie N. Inman v. Continental Airlines, Inc., et al., Case No. 02-cv-00399-SLR**

DATE	DOCKET NO.	DOCUMENT
05/16/2002	1	Notice of Appeal Filed by Brownie N. Inman of the Order of the Bankruptcy Court
06/13/2002	3	Motion by LPP Class Plaintiffs for Entry of an Order Regarding Motion to Dismiss Appeals
11/07/2002	9	Letter to Judge Robinson from Brownie Inman Requesting Court to Consider Invalidating the Present Settlement and Allowing Arbitration
12/11/2002	10	Motion by LPP Class Plaintiffs to Dismiss Answering Brief
12/11/2002	11	Joinder by Continental in Support of Motion to Dismiss
01/07/2003	12	Letter to Judge Robinson from Brownie N. Inman Stating Interest in Pursuing Appeal
01/07/2003	13	Answer Brief Filed by Brownie N. Inman Regarding Motion to Dismiss
01/27/2003	14	Reply Brief Filed by LPP Class Plaintiffs Regarding Motion to Dismiss
01/27/2003	15	Joinder by Continental in Support of Reply Brief
03/31/2003	16	Memorandum Order Granting Motion to Dismiss

**V. Docket Items from the United States District Court for the District of Delaware,
J. Trigg Adams v. Continental Airlines, Inc., et al., Case No. 02-cv-00484-SLR**

DATE	DOCKET NO.	DOCUMENT
06/05/2002	1	Notice of Appeal by J. Trigg Adams of the Order of the Bankruptcy Court
12/11/2002	4	Motion by LLP Class Plaintiffs to Dismiss

12/11/2002	5	Joinder by Continental in Support of Motion to Dismiss
01/07/2003	6	Answer Brief Filed by J. Trigg Adams
01/27/2003	7	Reply Brief Filed by LLP Class Plaintiffs
01/27/2003	8	Joinder by Continental
03/31/2003	9	Memorandum Order Granting Motion to Dismiss
04/08/2003	10	Motion by J. Trigg Adams for Reconsideration
04/28/2003	12	Memorandum Order Denying Motion for Reconsideration

**VI. Docket Items from United States Court of Appeals for the Third Circuit,
Adams v. Baldridge, et al., Case No. 03-2376**

DATE	DOCUMENT
8/18/2003	Brief on Behalf of Pro Se Appellant J. Trigg Adams
9/22/2003	Appendix on Behalf of Pro Se Appellant J. Trigg Adams
10/23/2003	Brief on Behalf of Appellees James Baldridge, William Mann and Larry Dunn
10/31/2003	Brief on Behalf of Appellee Continental
11/14/2003	Reply Brief on Behalf of Pro Se Appellant
3/17/2004	Per Curiam Opinion
3/17/2004	Judgment Affirmed
3/30/2004	Petition by Pro Se Appellant for Rehearing Before Original Panel
3/30/2004	Motion by Pro Se Appellant for Stay of Proceedings and Motion for Equal Compliance by All Parties Subject to Plan of Confirmation and Subsequent Appeals
4/21/2004	Order Denying Motion by Pro Se Appellant for Stay of Proceedings and Motion for Equal Compliance by All Parties Subject to Plan of Confirmation and Subsequent Appeals

8/10/2004	Order Denying Petition for Rehearing
3/24/2005	United States Supreme Court Order Denying Petition for Writ of Certiorari

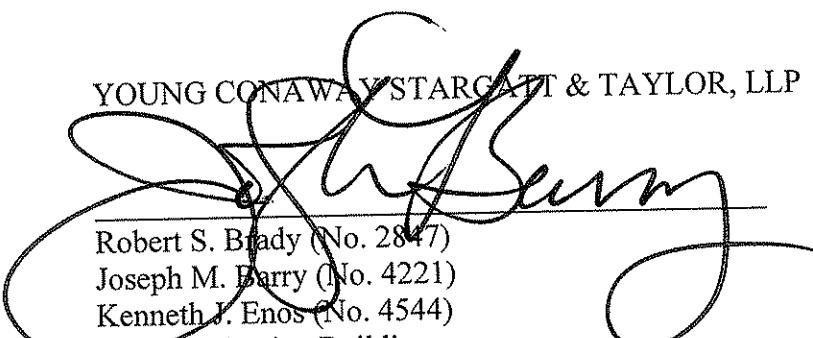
**VII. Docket Items from United States Court of Appeals for the Third Circuit,
O'Neill v. Baldridge, et al., Case No. 03-2374**

DATE	DOCUMENT
6/04/2003	Motion by Pro Se Appellant for Production of Documents from Continental Airlines, Inc.
6/17/2003	Response by Appellee Continental Airlines, Inc. to Motion for Production
6/17/2003	Motion by Appellees' James Baldridge, William Mann and Larry Dunn to Strike Appellant's Motion for Production of Documents
6/26/2003	Order Denying Motion by Pro Se Appellant Ramon E. O'Neill for Production of Documents and Denying Motion by Appellees' James Baldridge, William Mann and Larry Dunn as Unnecessary in Light of the Disposition of Appellant's Motion
9/23/2003	Brief/Appendix on behalf of Pro Se Appellant Ramon E. O'Neill
9/23/2003	Appendix on behalf of Ramon E. O'Neill
10/23/2003	Brief on behalf of Appellees James Baldridge, William Mann and Larry Dunn
10/31/2003	Brief on behalf of Appellee Continental Airlines, Inc.
11/10/2003	Supplemental Appendix on behalf of Appellees
11/25/2003	Reply Brief on behalf of Appellant Ramon E. O'Neill
11/25/2003	Motion by Appellant Ramon E. O'Neill to File Supplemental Appendix
12/12/2003	Supplemental Appendix on behalf of Ramon E. O'Neill

3/09/2004	Per Curiam Opinion
3/09/2004	Judgment Affirmed
4/23/2004	Order Denying Petition for Rehearing
12/02/2004	United States Supreme Court Order Denying Petition for Writ of Certiorari

Dated: Wilmington, Delaware
September 18, 2006

YOUNG CONAWAY STARGATT & TAYLOR, LLP


Robert S. Brady (No. 2847)
Joseph M. Barry (No. 4221)
Kenneth J. Enos (No. 4544)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, DE 19801
(302) 571-6600

Counsel to Continental Airlines, Inc., *et al.*